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Equatorial Guinea

ExxonMobil's acreage totaled 0.2 million net offshore acres at year-end 2008.

Nigeria

ExxonMobil's net acreage totaled 1.0 million offshore acres at year-end 2008, with 10.9 net exploration and development wells completed during the year. The ExxonMobil-operated East Area Natural Gas Liquids II project started up in 2008. This project reduced flared gas and will recover high-value natural gas liquids from the gas stream. Work continued on the deepwater Usan project in 2008. A 3D seismic acquisition program that will provide enhanced resolution of existing fields and target deeper formations progressed. Appraisal drilling continued at Bonga North, Erha North East and Bosi North Deep fields.

ASIA PACIFIC / MIDDLE EAST

Australia

ExxonMobil's net year-end 2008 offshore acreage holdings totaled 2.4 million acres. During 2008, a total of 3.0 net development wells were drilled. Work continued on the Kipper gas project and the Turrum Phase 2 development project was approved in 2008.

Indonesia

At year-end 2008, ExxonMobil had 5.1 million net acres, 4.1 million acres offshore and 1.0 million acres onshore and 1.4 net exploration wells were completed during the year. Project activities continued on the Banyu Urip development in the Cepu Contract area.

Japan

ExxonMobil's net offshore acreage was 36 thousand acres at year-end 2008.

Malaysia

ExxonMobil has interests in production sharing contracts covering 0.5 million net acres offshore Malaysia at year-end 2008. During the year, a total of 9.8 net development wells were completed. The Tapis F and Jerneh B gas platforms started up in 2008.

Papua New Guinea

A total of 0.4 million net onshore acres were held by ExxonMobil at year-end 2008, with 0.9 net exploration and development wells completed during the year.

Qatar

Production and development activities continued on natural gas projects in Qatar. Liquefied natural gas (LNG) operating companies include:

Qatar Liquefied Gas Company Limited — (QG I)
Qatar Liquefied Gas Company Limited (II) — (QG II)
Ras Laffan Liquefied Natural Gas Company Limited — (RL I)
Ras Laffan Liquefied Natural Gas Company Limited (II) — (RL II)
Ras Laffan Liquefied Natural Gas Company Limited (3) — (RL 3)

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In addition, ExxonMobil's Al Khaleej Gas (AKG) Phase 1 project supplied pipeline gas to domestic industrial customers. The AKG facilities have sales gas capacity of up to 750 mcfd (millions of cubic feet per day) and produce associated condensate and LPG (Liquid Petroleum Gas). The AKG Phase 2 project is planned to add sales gas capacity of up to 1,250 mcfd, while recovering associated condensate and LPG.

At the end of 2008, 93 (gross) wells supplied natural gas to currently-producing LNG and pipeline gas sales facilities and drilling is underway to complete wells that will supply the new QG II, RL 3 and AKG 2 projects. At year-end 2008, ExxonMobil had 0.1 million net offshore acres. During 2008, 10.3 net exploration and development wells were completed.

Qatar LNG capacity volumes (gross) at year-end 2008 included 9.7 MTA (millions of metric tons per annum) in QG trains 1-3 and a combined 20.7 MTA in RL I trains 1-2 and RL II trains 3-5. In November 2008 commissioning activities commenced at QG II train 4. Construction of QG II trains 4-5 will add planned capacity of 15.6 MTA when complete. In addition, construction of RL 3 trains 6-7 will add planned capacity of 15.6 MTA when complete.

The conversion factor to translate Qatar LNG volumes (millions of metric tons – MT) into gas volumes (billions of cubic feet – BCF) is dependent on the gas quality and the quality of the LNG produced. The conversion factors are approximately 46 BCF/MT for QG I trains 1-3, RL I trains 1-2, and RL II train 3, and approximately 49 BCF/MT for QG II trains 4-5, RL II trains 4-5, and RL 3 trains 6-7.

Republic of Yemen

ExxonMobil's net acreage in the Republic of Yemen production sharing areas totaled 10 thousand acres onshore at year-end.

Thailand

ExxonMobil's net onshore acreage in Thailand concessions totaled 21 thousand acres at year-end 2008.

United Arab Emirates

ExxonMobil's net acreage in the Abu Dhabi oil concessions was 0.6 million acres at year-end 2008, of which 0.4 million acres were onshore and 0.2 million acres offshore. During the year, a total of 5.7 net exploration and development wells were completed. During 2008, work progressed on multiple field development projects, both onshore and offshore, to sustain and increase oil production capacity.

RUSSIA/CASPIAN

Azerbaijan

At year-end 2008, ExxonMobil's net acreage, located in the Caspian Sea offshore of Azerbaijan, totaled 0.1 million acres. At the Azeri-Chirag-Gunashli field, 1.2 net development wells were completed and production ramp-up continued. The Phase 3 Deep Water Gunashli project started up in 2008.

Kazakhstan

ExxonMobil's net acreage totaled 0.1 million acres onshore and 0.2 million acres offshore at year-end 2008, with 0.7 net development wells completed during 2008. The initial phase of the Tengiz expansion started up in 2007, followed by the full expansion in 2008. Construction of the initial phase of the Kashagan field continued during 2008.

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Russia

ExxonMobil's net acreage holdings at year-end 2008 were 0.1 million acres, all offshore. A total of 2.7 net development wells were completed in the Chayvo field during the year. Phase 1 facilities include an offshore platform, onshore well site (from which extended reach horizontal drilling was completed in 2008), an onshore processing plant, an oil pipeline from Sakhalin Island to the Russian mainland, a mainland crude storage and loading terminal and an offshore loading buoy for loading shipments of oil by tanker.

WORLDWIDE EXPLORATION

At year-end 2008, exploration activities were underway in several areas in which ExxonMobil has no established production operations and thus are not included above. A total of 46 million net acres were held at year-end 2008. No net exploration wells were completed during the year in these countries.

Information with regard to mining activities follows:

Syncrude Operations

Syncrude is a joint-venture established to recover shallow deposits of oil sands using open-pit mining methods, to extract the crude bitumen, and to produce a high-quality, light (32 degree API), sweet, synthetic crude oil. The Syncrude operation, located near Fort McMurray, Alberta, Canada, mines a portion of the Athabasca oil sands deposit. The location is readily accessible by public road. The produced synthetic crude oil is shipped from the Syncrude site to Edmonton, Alberta by Alberta Oil Sands Pipeline Ltd. Since start-up in 1978, Syncrude has produced about 1.9 billion barrels of synthetic crude oil. Imperial Oil Limited is the owner of a 25 percent interest in the joint-venture. Exxon Mobil Corporation has a 69.6 percent interest in Imperial Oil Limited.

Operating License and Leases

Syncrude has an operating license issued by the Province of Alberta which is effective until 2035. This license permits Syncrude to mine oil sands and produce synthetic crude oil from approved development areas on oil sands leases. Syncrude holds eight oil sands leases covering approximately 250,000 acres in the Athabasca oil sands deposit which were issued by the Province of Alberta. The leases are automatically renewable as long as oil sands operations are ongoing or the leases are part of an approved development plan. Syncrude leases 10, 12, 17, 22 and 34 (containing proven reserves) and leases 29, 30 and 31 (containing no proven reserves) are included within a development plan approved by the Province of Alberta. There were no known previous commercial operations on these leases prior to the start-up of operations in 1978.

Operations, Plant and Equipment

Operations at Syncrude involve three main processes: open pit mining, extraction of crude bitumen and upgrading of crude bitumen into synthetic crude oil. The Base mine (located on lease 17) was depleted and ceased production in 2007. In the North mine (leases 17 and 22) and in the Aurora mine (leases 10, 12 and 34), truck, shovel and hydrotransport systems are used. Production from the Aurora mine commenced in 2000. The extraction facilities, which separate crude bitumen from sand, are capable of processing approximately 830,000 tons of oil sands per day, producing 150 million barrels of crude bitumen per year. This represents recovery capability of about 93 percent of the crude bitumen contained in the mined oil sands.

Crude bitumen extracted from oil sands is refined to a marketable hydrocarbon product through a combination of carbon removal in three large, high-temperature, fluid-coking vessels and by hydrogen

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addition in high-temperature, high-pressure, hydrocracking vessels. These processes remove carbon and sulfur and reformulate the crude into a low viscosity, low sulfur, high-quality synthetic crude oil product. In 2008, this upgrading process yielded 0.859 barrels of synthetic crude oil per barrel of crude bitumen. In 2008 about 39 percent of the synthetic crude oil was processed by Edmonton area refineries and the remaining 61 percent was pipelined to refineries in eastern Canada and exported, primarily to the United States. Electricity is provided to Syncrude by a 270 megawatt electricity generating plant and a 160 megawatt electricity generating plant, both located at Syncrude. The generating plants are owned by the Syncrude participants. Recycled water is the primary water source, and incremental raw water is drawn, under license, from the Athabasca River. Imperial Oil Limited's 25 percent share of net investment in plant, property and equipment, including surface mining facilities, transportation equipment and upgrading facilities was about $2.8 billion at year-end 2008.

Synthetic Crude Oil Reserves

The crude bitumen is contained within the unconsolidated sands of the McMurray Formation. Ore bodies are buried beneath 50 to 150 feet of overburden, have bitumen grades ranging from 4 to 14 weight percent and ore thickness of 115 to 180 feet. Estimates of synthetic crude oil reserves are based on detailed geological and engineering assessments of in-place crude bitumen volume, the mining plan, extraction recovery and upgrading yield factors, installed plant operating capacity and operating approval limits. The in-place volume, depth and grade are established through extensive and closely spaced core drilling. In active mining areas, the approximate well spacing is 400 feet (150 wells per section) and in future mining areas, the well spacing is approximately 1,150 feet (20 wells per section). Proven reserves are within the operating North and Aurora mines. In accordance with the approved mining plan, there are extractable oil sands in the North and Aurora mines, with average bitumen grades of 10.6 and 11.2 weight percent, respectively. After deducting royalties payable to the Province of Alberta, Imperial Oil Limited estimates that its 25 percent net share of proven reserves at year-end 2008 was equivalent to 734 million barrels of synthetic crude oil. Imperial's reserve assessment uses a 6 percent and 7 percent bitumen grade cut-off for the North mine and Aurora mine respectively, a 90 percent overall extraction recovery, a 97 percent mining dilution factor and an 88 percent upgrading yield.

In 2001, the Syncrude owners endorsed a further development of the Syncrude resource in the area and expansion of the upgrading facilities. The Syncrude Aurora 2 and Upgrader Expansion 1 project added a remote mining train and expanded the central processing and upgrading plant. This increased upgrading capacity came on stream in 2006 and increased production capacity to 355 thousand barrels of synthetic crude oil per day (gross). Additional mining trains in the North mine and Aurora mine were also completed in 2005. There are no approved plans for major future expansion projects.

On May 1, 2007, the company implemented a management services agreement under which Syncrude will be provided with operational, technical and business management services from Imperial Oil Limited and Exxon Mobil Corporation. The agreement has an initial term of 10 years and may be terminated with at least two years prior written notice.

In November 2008, Imperial Oil Limited, along with the other Syncrude joint-venture owners, signed an agreement with the Government of Alberta to amend the existing Syncrude Crown Agreement. Under the amended agreement, beginning January 1, 2010, Syncrude will begin transitioning to the new oil sands royalty regime by paying additional royalties, the exact amount of which will depend on production levels from 2010 to 2015. Also, beginning January 1, 2009, Syncrude's royalty will be based on bitumen value with upgrading costs and revenues excluded from the calculation.

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ExxonMobil Net Proven Syncrude Reserves (1)

	Synthetic Crude Oil		
	North Mine	Aurora Mine	Total
		(millions of barrels)	
January 1, 2008	188	506	694
Revision of previous estimate	27	36	63
Production	(11)	(12)	(23)
December 31, 2008	204	530	734

(1) Net reserves are the share of reserves based on an estimate of average royalty rates over the life of the project and incorporate amendments to the Syncrude Crown Agreement.

Syncrude Operating Statistics (total operation)

	2008	2007	2006	2005	2004
Operating Statistics					
Total mined overburden (millions of cubic yards)(1)	165.3	132.2	128.2	97.1	100.3
Mined overburden to oil sands ratio(1)	1.35	1.06	1.18	1.02	0.94
Oil sands mined (millions of tons)	216.4	221.0	195.5	168.0	188.0
Average bitumen grade (weight percent)	11.1	11.6	11.4	11.1	11.1
Crude bitumen in mined oil sands (millions of tons)	24.0	25.6	22.2	18.6	20.9
Average extraction recovery (percent)	90.3	91.8	90.3	89.1	87.3
Crude bitumen production (millions of barrels)(2)	122.5	132.5	111.6	94.2	103.3
Average upgrading yield (percent)	85.9	84.3	84.9	85.3	85.5
Gross synthetic crude oil produced (millions of barrels)	107.6	113.0	95.5	79.3	88.4
ExxonMobil net share (millions of barrels)(3)	23	24	21	19	22

(1) Includes pre-stripping of mine areas and reclamation volumes.
(2) Crude bitumen production is equal to crude bitumen in mined oil sands multiplied by the average extraction recovery and the appropriate conversion factor.
(3) Reflects ExxonMobil's 25 percent interest in production less applicable royalties payable to the Province of Alberta.

Kearl Project

Kearl is a joint venture established to recover shallow deposits of oil sands using open-pit mining methods to extract the crude bitumen. The Kearl project is located approximately 40 miles north of Fort McMurray, Alberta. The location is currently accessible by an existing road. Imperial Oil Limited holds a 70.96 percent participating interest in the joint venture and ExxonMobil Canada Properties holds the other 29.04 percent. Exxon Mobil Corporation has a 69.6 percent interest in Imperial Oil Limited and a 100 percent interest in ExxonMobil Canada Properties.

Kearl will be developed in three phases. Bitumen will be extracted from oil sands produced from open-pit mining operations, and processed through a bitumen extraction and froth treatment plant. The product, a heavy oil blend of bitumen and diluent, will be shipped via pipelines for distribution to North American markets. Diluent is natural gas condensate or other light hydrocarbons added to the crude bitumen to facilitate transportation to market by pipeline.

Operating License and Leases

The Kearl project received approvals from the Province of Alberta in 2007 and the Government of Canada in 2008. The Province of Alberta issued an operating and construction license in 2008, which permits the project to mine oil sands and produce bitumen from approved development areas on oil sands leases. Kearl is comprised of six oil sands leases covering about 48,000 acres in the Athabasca oil

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sands deposit. The leases, which are issued by the Province of Alberta, are automatically renewable as long as the oil sands operations are ongoing or the leases are part of an approved development plan. The leases involved in the first phase of the project are 6, 87 and 88A (which contain proven reserves) and 31A, 36 and 88B (which do not currently contain proven reserves). There were no known previous commercial operations on these leases.

Operations, Plant and Equipment

Production from the first phase is expected to average approximately 110,000 barrels of bitumen a day, before royalties. About $500 million has been spent on the first phase. Activities in 2008 focused on engineering work to define the project design and execution plan. Other activities in 2008 also included site access road construction, site preparation and earthworks. Significant progress has also been made on transportation system agreements.

Kearl will be subject to the Alberta generic oil sands royalty regime, which was modified in 2007 and which will take effect in 2009. Royalty rates will be based upon a sliding scale, determined by the price of crude oil.

Operations at Kearl will involve three main processes: open-pit mining, extraction of crude bitumen and diluent blending. The open-pit mining will utilize truck, shovel and hydrotransport systems. The extraction separates crude bitumen from sand through a froth processing plant. Electricity will be provided initially through the Alberta grid. Recycled water will be the primary water source, and incremental raw water will be drawn, under license, from the Athabasca River.

Proven Reserves

Bitumen deposits at Kearl are found throughout sandstones within the Lower, Middle and Upper McMurray members, concentrated primarily within the Middle and Upper McMurray members. The oil sands occur over depths ranging from approximately 30 feet to as much as 450 feet below surface. The oil sands are about 130 feet in net thickness, but can be as thick as 230 feet. Mined bitumen reserve estimates are based upon detailed geological and engineering assessments of in-place crude bitumen volumes, the mining plan, demonstrated extraction recovery factors, planned operating capacity and operating approval limits. The in-place volume, depth and grade of the first phase were established through extensive and closely spaced core drilling with spacing of approximately 1,400 feet (14 wells per section). The determination of reserves uses a seven percent bitumen grade cut-off by weight, a 77 percent overall extraction recovery (paraffinic froth treatment process) and a 95 percent mining dilution factor.

ExxonMobil Net Proven Kearl Reserves [1]

	Total
	(millions of barrels)
January 1, 2008	
Additions	1,137
Production	
December 31, 2008	1,137

(1) Net reserves are the share of reserves based on an estimate of average royalty rates over the life of the project and incorporate the Alberta oil sands royalty regime.

Information with regard to the Downstream segment follows:

ExxonMobil's Downstream segment manufactures and sells petroleum products. The refining and supply operations encompass a global network of manufacturing plants, transportation systems, and distribution centers that provide a range of fuels, lubricants and other products and feedstocks to our customers around the world.

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Refining Capacity At Year-End 2008 [1]

		ExxonMobil Share KBD (2)	ExxonMobil Interest %
United States			
Torrance	California	150	100
Joliet	Illinois	240	100
Baton Rouge	Louisiana	503	100
Baytown	Texas	573	100
Beaumont	Texas	345	100
Other (2 refineries)		157	
Total United States		1,968	
Canada			
Strathcona	Alberta	187	69.6
Dartmouth	Nova Scotia	82	69.6
Nanticoke	Ontario	112	69.6
Sarnia	Ontario	121	69.6
Total Canada		502	
Europe			
Antwerp	Belgium	305	100
Fos-sur-Mer	France	119	82.9
Port-Jerome-Gravenchon	France	233	82.9
Augusta	Italy	198	100
Trecate	Italy	174	75.4
Rotterdam	Netherlands	191	100
Slagen	Norway	116	100
Fawley	United Kingdom	326	100
Other (2 refineries)		78	
Total Europe		1,740	
Asia Pacific			
Kawasaki (3)	Japan	296	50
Sakai (3)	Japan	139	50
Wakayama (3)	Japan	155	50
Jurong/PAC	Singapore	605	100
Sriracha	Thailand	174	66
Other (6 refineries)		301	
Total Asia Pacific		1,670	
Other Non-U.S.			
Yanbu	Saudi Arabia	200	50
Other (4 refineries)		130	
Total Other Non-U.S.		330	
Total Worldwide		6,210	

(1) Capacity data is based on 100 percent of rated refinery process unit stream-day capacities under normal operating

conditions, less the impact of shutdowns for regular repair and maintenance activities, averaged over an extended period of time.

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(2) Thousands of barrels per day (KBD). ExxonMobil share reflects 100 percent of atmospheric distillation capacity in operations of ExxonMobil and majority-owned subsidiaries. For companies owned 50 percent or less, ExxonMobil share is the greater of ExxonMobil's equity interest or that portion of distillation capacity normally available to ExxonMobil.
(3) Operated by majority-owned subsidiaries.

The marketing operations sell products and services throughout the world. Our *Exxon, Esso, Mobil* and *On the Run* brands serve customers at nearly 29,000 retail service stations.

Retail Sites Year-End 2008

United States	
Owned/leased	2,155
Distributors/resellers	8,296
Total United States	10,451
Canada	
Owned/leased	557
Distributors/resellers	1,314
Total Canada	1,871
Europe	
Owned/leased	4,131
Distributors/resellers	2,796
Total Europe	6,927
Asia Pacific	
Owned/leased	2,416
Distributors/resellers	4,253
Total Asia Pacific	6,669
Latin America	
Owned/leased	776
Distributors/resellers	1,372
Total Latin America	2,148
Middle East/Africa	
Owned/leased	481
Distributors/resellers	127
Total Middle East/Africa	608
Worldwide	
Owned/leased	10,516
Distributors/resellers	18,158
Total worldwide	28,674

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Information with regard to the Chemical segment follows:

ExxonMobil's Chemical segment manufactures and sells petrochemicals. The Chemical business supplies olefins, polyolefins, aromatics, and a wide variety of other petrochemicals.

Chemical Complex Capacity at Year-End 2008 (1) (2)

		Ethylene	Polyethylene	Polypropylene	Paraxylene	ExxonMobil Interest %
North America						
Baton Rouge	Louisiana	1.0	1.3	0.4		100
Baytown	Texas	2.2		0.8	0.6	100
Beaumont	Texas	0.9	1.0		0.3	100
Mont Belvieu	Texas		1.0			100
Sarnia	Ontario	0.3	0.5			69.6
Total North America		4.4	3.8	1.2	0.9	
Europe						
Antwerp	Belgium	0.5	0.4			35 (3)
Fawley	United Kingdom	0.1				100
Fife	United Kingdom	0.4				50
Meerhout	Belgium		0.5			100
Notre-Dame-de-Gravenchon	France	0.4	0.4	0.4		100
Rotterdam	Netherlands				0.6	100
Total Europe		1.4	1.3	0.4	0.6	
Middle East						
Al Jubail	Saudi Arabia	0.6	0.6			50
Yanbu	Saudi Arabia	1.0	0.7	0.2		50
Total Middle East		1.6	1.3	0.2		
Asia Pacific						
Kawasaki	Japan	0.5	0.1			50
Singapore	Singapore	0.9	0.6	0.4	0.9	100
Sriracha	Thailand				0.5	66
Total Asia Pacific		1.4	0.7	0.4	1.4	
All Other					0.6	
Total Worldwide		8.8	7.1	2.2	3.5	

(1) Capacity for ethylene, polyethylene, polypropylene and paraxylene in millions of metric tons.
(2) Capacity reflects 100 percent for operations of ExxonMobil and majority-owned subsidiaries. For companies owned 50 percent or less, capacity is ExxonMobil's interest.
(3) Net ExxonMobil ethylene capacity is 35%. Net ExxonMobil polyethylene capacity is 100%.

Item 3. ***Legal Proceedings.***

On November 21, 2008, the Louisiana Department of Environmental Quality (LDEQ) issued a Consolidated Compliance Order and Notice of Potential Penalty to the Corporation's refinery located in Baton Rouge, Louisiana. The Order requires the refinery to take corrective actions related to self-disclosed emissions exceedances involving the refinery's wet gas scrubber and wastewater treatment. Although penalties have not yet been assessed, they are likely to exceed $100,000. The LDEQ has also issued interim permit limits for these sources until the required corrective action steps can be completed during an upcoming scheduled turnaround.

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Regarding a previously reported matter, the Corporation and Chalmette Refining, LLC have agreed to pay stipulated penalties demanded by the United States Environmental Protection Agency (EPA) for alleged noncompliance under their respective 2005 and 2006 consent decrees relating to EPA's New Source Review Enforcement Initiative. The EPA issued its demand for stipulated penalties to Chalmette Refining, LLC ($273,500) on October 17, 2008, and to the Corporation ($6,064,500) on December 17, 2008. Most of the penalties are associated with alleged noncompliance with New Source Performance Standards Subpart J. Chalmette Refining, LLC paid its penalty in November, 2008, and the Corporation paid its penalty in February, 2009.

Regarding a previously reported matter, on December 23, 2008, the office of the United States Attorney for the District of Massachusetts filed a misdemeanor criminal information alleging that ExxonMobil Pipeline Company violated 33 U.S.C. Sections 1319(c)(1) and 1321(b)(3) of the Clean Water Act resulting from a spill that occurred on or about January 9-10, 2006, on the Island End River near the Corporation's Everett Terminal facility in Everett, Massachusetts. A plea agreement intended to resolve the case was also filed with the Federal District Court on that same date. The plea agreement requires that ExxonMobil Pipeline Company plead guilty to a misdemeanor violation 33 U.S.C. Section 1319(c)(1) of the Clean Water Act and agree to the following: (1) a term of probation of three years; (2) fund and implement an environmental compliance plan for the three year probationary period; (3) pay a fine of $359,018 and a special assessment of $125 (4) pay $5,640,982 in community service payments to the North American Wetlands Conservation Act Fund; and (5) pay $179,509 for spill-related cleanup costs. A hearing was held by the court on January 22, 2009, to review the plea agreement. The court took the matter under consideration, with sentencing to occur in the future.

Refer to the relevant portions of "Note 15: Litigation and Other Contingencies" of the Financial Section of this report for additional information on legal proceedings.

Item 4. ***Submission of Matters to a Vote of Security Holders.***

None.

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Executive Officers of the Registrant [pursuant to Instruction 3 to Regulation S-K, Item 401(b)].

Name	Age as of March 1, 2009	Title (Held Office Since)
R. W. Tillerson	56	Chairman of the Board (2006)
M. W. Albers	52	Senior Vice President (2007)
M. J. Dolan	55	Senior Vice President (2008)
D. D. Humphreys	61	Senior Vice President (2006) and Treasurer (2004)
A. T. Cejka	57	Vice President (2004)
W. M. Colton	55	Vice President - Strategic Planning (2009)
H. R. Cramer	58	Vice President (1999)
N. W. Duffin	52	President, ExxonMobil Development Company (2007)
S. J. Glass, Jr.	61	Vice President (2008)
A. J. Kelly	51	Vice President (2007)
R. M. Kruger	49	Vice President (2008)
S. R. LaSala	64	Vice President and General Tax Counsel (2007)
C. W. Matthews	64	Vice President and General Counsel (1995)
P. T. Mulva	57	Vice President and Controller (2004)
S. D. Pryor	59	Vice President (2004)
D. S. Rosenthal	52	Vice President - Investor Relations and Secretary (2008)
A. P. Swiger	52	Vice President (2006)

For at least the past five years, Messrs. Cramer, Humphreys, LaSala, Matthews, Mulva and Tillerson have been employed as executives of the registrant. Mr. Tillerson was a Senior Vice President and then President, a title he continues to hold, before becoming Chairman of the Board. Mr. Albers was President of ExxonMobil Development Company before becoming Senior Vice President. Mr. Dolan was President of ExxonMobil Chemical Company before becoming Senior Vice President. Mr. Humphreys was Vice President and Controller and then Vice President and Treasurer before becoming Senior Vice President and Treasurer. Mr. Colton was Assistant Treasurer before becoming Vice President Strategic Planning. Mr. LaSala was Associate General Tax Counsel before becoming Vice President and General Tax Counsel. Mr. Mulva was Vice President Investor Relations and Secretary before becoming Vice President and Controller. Mr. Rosenthal was Assistant Controller before becoming Vice President Investor Relations and Secretary.

The following executive officers of the registrant have also served as executives of the subsidiaries, affiliates or divisions of the registrant shown opposite their names during the five years preceding December 31, 2008.

Esso Exploration and Production Chad Inc.	Duffin
Esso UK Limited	Swiger
ExxonMobil Chemical Company	Dolan, Glass, Jr. and Pryor
ExxonMobil Development Company	Albers and Duffin
ExxonMobil Exploration Company	Cejka
ExxonMobil Fuels Marketing Company	Cramer
ExxonMobil Gas & Power Marketing Company	Colton and Swiger
ExxonMobil Lubricants & Petroleum Specialties Company	Kelly
ExxonMobil Production Company	Kruger, Duffin, Rosenthal and Swiger
ExxonMobil Refining & Supply Company	Dolan, Glass, Jr. and Pryor

Officers are generally elected by the Board of Directors at its meeting on the day of each annual election of directors, with each such officer serving until a successor has been elected and qualified.

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PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.***

Reference is made to the "Quarterly Information" portion of the Financial Section of this report.

Issuer Purchases of Equity Securities for Quarter Ended December 31, 2008

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October, 2008	44,106,871	71.47	44,106,871	
November, 2008	34,454,801	74.43	34,454,801	
December, 2008	39,959,136	78.27	39,959,136	
Total	118,520,808	74.63	118,520,808	(See note 1)

Note 1—On August 1, 2000, the Corporation announced its intention to resume purchases of shares of its common stock for the treasury both to offset shares issued in conjunction with company benefit plans and programs and to gradually reduce the number of shares outstanding. The announcement did not specify an amount or expiration date. The Corporation has continued to purchase shares since this announcement and to report purchased volumes in its quarterly earnings releases. In its most recent earnings release dated January 30, 2009, the Corporation stated that share purchases to reduce shares outstanding are anticipated to equal $7.0 billion through the first quarter of 2009. Purchases may be made in both the open market and through negotiated transactions, and purchases may be increased, decreased or discontinued at any time without prior notice

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Item 6. ***Selected Financial Data.***

	Years Ended December 31,				
	2008	2007	2006	2005	2004
	(millions of dollars, except per share amounts)				
Sales and other operating revenue [1][2]	$459,579	$390,328	$365,467	$358,955	$291,252
(1) Sales-based taxes included.	*$ 34,508*	*$ 31,728*	*$ 30,381*	*$ 30,742*	*$ 27,263*
(2) Includes amounts for purchases/sales contracts with the same counterparty for 2004-2005.					
Net income	$ 45,220	$ 40,610	$ 39,500	$ 36,130	$ 25,330
Net income per common share	$ 8.78	$ 7.36	$ 6.68	$ 5.76	$ 3.91
Net income per common share - assuming dilution	$ 8.69	$ 7.28	$ 6.62	$ 5.71	$ 3.89
Cash dividends per common share	$ 1.55	$ 1.37	$ 1.28	$ 1.14	$ 1.06
Total assets	$228,052	$242,082	$219,015	$208,335	$195,256
Long-term debt	$ 7,025	$ 7,183	$ 6,645	$ 6,220	$ 5,013

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations.***

Reference is made to the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Financial Section of this report.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk.***

Reference is made to the section entitled "Market Risks, Inflation and Other Uncertainties", excluding the part entitled "Inflation and Other Uncertainties," in the Financial Section of this report. All statements other than historical information incorporated in this Item 7A are forward-looking statements. The actual impact of future market changes could differ materially due to, among other things, factors discussed in this report.

Item 8. ***Financial Statements and Supplementary Data.***

Reference is made to the following in the Financial Section of this report:

- Consolidated financial statements, together with the report thereon of PricewaterhouseCoopers LLP dated February 27, 2009, beginning with the section entitled "Report of Independent Registered Public Accounting Firm" and continuing through "Note 18: Income, Sales-Based and Other Taxes";
- "Quarterly Information" (unaudited);
- "Supplemental Information on Oil and Gas Exploration and Production Activities" (unaudited); and
- "Frequently Used Terms" (unaudited).

Financial Statement Schedules have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

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Item 9. ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.***

None.

Item 9A. ***Controls and Procedures.***

Management's Evaluation of Disclosure Controls and Procedures

As indicated in the certifications in Exhibit 31 of this report, the Corporation's chief executive officer, principal financial officer and principal accounting officer have evaluated the Corporation's disclosure controls and procedures as of December 31, 2008. Based on that evaluation, these officers have concluded that the Corporation's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Corporation in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to them in a manner that allows for timely decisions regarding required disclosures and are effective in ensuring that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Management's Report on Internal Control Over Financial Reporting

Management, including the Corporation's chief executive officer, principal financial officer and principal accounting officer, is responsible for establishing and maintaining adequate internal control over the Corporation's financial reporting. Management conducted an evaluation of the effectiveness of internal control over financial reporting based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that Exxon Mobil Corporation's internal control over financial reporting was effective as of December 31, 2008.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, audited the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2008, as stated in their report included in the Financial Section of this report.

Changes in Internal Control Over Financial Reporting

There were no changes during the Corporation's last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Item 9B. ***Other Information.***

None.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance.***

Incorporated by reference to the following from the registrant's definitive proxy statement for the 2009 annual meeting of shareholders (the "2009 Proxy Statement"):

- The section entitled "Election of Directors";
- The portion entitled "Section 16(a) Beneficial Ownership Reporting Compliance" of the section entitled "Director and Executive Officer Stock Ownership";
- The portion entitled "Code of Ethics and Business Conduct" of the section entitled "Corporate Governance"; and
- The "Audit Committee" portion and the membership table of the portion entitled "Board Meetings and Committees; Annual Meeting Attendance" of the section entitled "Corporate Governance".

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Item 11. ***Executive Compensation.***

Incorporated by reference to the sections entitled "Director Compensation," "Compensation Committee Report," "Compensation Discussion and Analysis" and "Executive Compensation Tables" of the registrant's 2009 Proxy Statement.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required under Item 403 of Regulation S-K is incorporated by reference to the section entitled "Director and Executive Officer Stock Ownership" of the registrant's 2009 Proxy Statement.

Equity Compensation Plan Information

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights [1]	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans [Excluding Securities Reflected in Column (a)]
Equity compensation plans approved by security holders	67,018,885 [2][3]	$41.18 [3]	162,531,817 [3][4][5]
Equity compensation plans not approved by security holders	0	0	0
Total	67,018,885	$41.18	162,531,817

(1) The exercise price of each option reflected in this table is equal to the fair market value of the Company's common stock on the date the option was granted. The weighted-average price reflects four prior option grants that are still outstanding.

(2) Includes 58,169,384 options granted under the 1993 Incentive Program and 8,849,501 restricted stock units to be settled in shares.

(3) Does not include options that ExxonMobil assumed in the 1999 merger with Mobil Corporation. At year-end 2008, the number of securities to be issued upon exercise of outstanding options under Mobil Corporation plans was 1,823,135, and the weighted-average exercise price of such options $31.70. No additional awards may be made under those plans.

(4) Available shares can be granted in the form of restricted stock, options, or other stock-based awards. Includes 161,717,617 shares available for award under the 2003 Incentive Program and 814,200 shares available for award under the 2004 Non-Employee Director Restricted Stock Plan.

(5) Under the 2004 Non-Employee Director Restricted Stock Plan approved by shareholders in May 2004, and the related standing resolution adopted by the Board, each non-employee director automatically receives 8,000 shares of restricted stock when first elected to the Board and, if the director remains in office, an additional 2,500 restricted shares each following year. While on the Board, each non-employee director receives the same cash dividends on restricted shares as a holder of regular common stock, but the director is not allowed to sell the shares. The restricted shares may be forfeited if the director leaves the Board early.

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Item 13. *Certain Relationships and Related Transactions, and Director Independence.*

Information provided in response to this Item 13 is incorporated by reference to the portions entitled "Related Person Transactions and Procedures" and "Director Independence" of the section entitled "Corporate Governance" in the registrant's 2009 Proxy Statement.

Item 14. *Principal Accounting Fees and Services.*

Incorporated by reference to the section entitled "Ratification of Independent Auditors" and the portion entitled "Audit Committee" of the section entitled "Corporate Governance" of the registrant's 2009 Proxy Statement.

PART IV

Item 15. *Exhibits, Financial Statement Schedules.*

(a) (1) and (2) Financial Statements:
See Table of Contents of the Financial Section of this report.

(a) (3) Exhibits:
See Index to Exhibits of this report.

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FINANCIAL SECTION

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BUSINESS PROFILE

Financial	Earnings After Income Taxes 2008	Earnings After Income Taxes 2007	Average Capital Employed 2008	Average Capital Employed 2007	Return on Average Capital Employed 2008	Return on Average Capital Employed 2007	Capital and Exploration Expenditures 2008	Capital and Exploration Expenditures 2007
	(millions of dollars)				*(percent)*		*(millions of dollars)*	
Upstream								
United States	$ 6,243	$ 4,870	$ 14,651	$ 14,026	42.6	34.7	$ 3,334	$ 2,212
Non-U.S.	29,159	21,627	51,413	49,539	56.7	43.7	16,400	13,512
Total	$35,402	$26,497	$ 66,064	$ 63,565	53.6	41.7	$19,734	$15,724
Downstream								
United States	$ 1,649	$ 4,120	$ 6,963	$ 6,331	23.7	65.1	$ 1,636	$ 1,128
Non-U.S.	6,502	5,453	18,664	18,983	34.8	28.7	1,893	2,175
Total	$ 8,151	$ 9,573	$ 25,627	$ 25,314	31.8	37.8	$ 3,529	$ 3,303
Chemical								
United States	$ 724	$ 1,181	$ 4,535	$ 4,748	16.0	24.9	$ 441	$ 360
Non-U.S.	2,233	3,382	9,990	8,682	22.4	39.0	2,378	1,422
Total	$ 2,957	$ 4,563	$ 14,525	$ 13,430	20.4	34.0	$ 2,819	$ 1,782
Corporate and financing	(1,290)	(23)	23,467	26,451			61	44
Total	$45,220	$40,610	$129,683	$128,760	34.2	31.8	$26,143	$20,853

See Frequently Used Terms for a definition and calculation of capital employed and return on average capital employed.

Operating	2008	2007
	(thousands of barrels daily)	
Net liquids production		
United States	367	392
Non-U.S.	2,038	2,224
Total	2,405	2,616
	(millions of cubic feet daily)	
Natural gas production available for sale		
United States	1,246	1,468
Non-U.S.	7,849	7,916
Total	9,095	9,384
	(thousands of oil-equivalent barrels daily)	
Oil-equivalent production *(1)*	3,921	4,180
	(thousands of barrels daily)	

Refinery throughput		
United States	1,702	1,746
Non-U.S.	3,714	3,825
Total	5,416	5,571
	(thousands of barrels daily)	
Petroleum product sales		
United States	2,540	2,717
Non-U.S.	4,221	4,382
Total	6,761	7,099
	(thousands of metric tons)	
Chemical prime product sales		
United States	9,526	10,855
Non-U.S.	15,456	16,625
Total	24,982	27,480

(1) Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.